

**CYNTHIA A. MELILLO PLLC**  
8385 W. EMERALD STREET • BOISE, IDAHO 83704  
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2015 JUN -9 PM 1:13

IDAHO PUBLIC  
UTILITIES COMMISSION

June 4, 2015

**VIA Hand Delivery**

Ms. Jean Jewell  
Executive Secretary  
Idaho Public Utilities Commission  
472 West Washington Street  
Boise, ID 83702

Re: ATC Long Distance, Inc.

ALB-T-15-02

Dear Ms. Jewell:

I represent Albion Telephone Company ("ATC") and its affiliates, including ATC Long Distance, Inc. ATC Long Distance, Inc. provided non-regulated long distance telephone services, and had a price list for such services on file with the Idaho Public Utilities Commission (the "Commission"). Last year the shareholders of ATC Long Distance voted to dissolve the company and transfer all operating assets to ATC. It was the intent of the shareholders that ATC provide the services formerly provided by ATC Long Distance, and ATC has been providing such services. I have enclosed herewith one original and seven copies of a Petition seeking approval for the transactions described above and for approval of a price list for the provision of such long distance services in ATC's name. A copy of the Articles of Dissolution of ATC Long Distance, Inc. filed with the Idaho Secretary of State is attached to the petition, along with an affidavit of the Secretary of Albion Telephone Company certifying that the regulated services of the Company will not be affected by the provision of the non-regulated services.

Also enclosed is one copy of the price list of the former ATC Long Distance, resubmitted in the name of Albion Telephone Company. I have listed an effective date of March 7, 2014, which was the effective date of the dissolution of ATC Long Distance, Inc.

If you have any questions or require further information, please contact me at (208) 577-5747 or by e-mail at [cam@camlawidaho.com](mailto:cam@camlawidaho.com).

Sincerely,



Cynthia A. Melillo

CAM

Enclosures

cc: Julie Laumb (via email without enclosures)

Cynthia A. Melillo [ISB No. 5819]  
CYNTHIA A. MELILLO PLLC  
8385 W. Emerald Street  
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IDAHO PUBLIC  
UTILITIES COMMISSION

Attorneys for Petitioner Albion Telephone Company

**BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION**

**IN THE MATTER OF ALBION TELEPHONE  
COMPANY'S PETITION FOR  
DECLARATORY RULING FOR APPROVAL  
OF THE ACQUISITION OF ASSETS OF AN  
AFFILIATED COMPANY AND THE USE  
AND OPERATION OF SUCH ASSETS TO  
PROVIDE LONG DISTANCE SERVICES;  
AND REQUEST FOR APPROVAL OF PRICE  
LIST FOR LONG DISTANCE SERVICES**

CASE NO: ALB-T-15-02  
PETITION

Albion Telephone Company, an Idaho corporation ("ATC"), by and through its attorneys, Cynthia A. Melillo PLLC, respectfully petitions the Idaho Public Utilities Commission ("Commission") for a declaratory ruling approving ATC's acquisition of certain assets of ATC Long Distance, Inc.; the use and operation of those assets to provide long distance services; and the adoption of ATC Long Distance, Inc.'s price list for long distance services.

ATC requests that the Commission use modified procedure in the consideration of this Petition.

## **BACKGROUND**

ATC Long Distance, Inc. was a Title 62 provider listed with the Commission as a Title 62 provider of non-regulated long distance services. ATC Long Distance, Inc. had an approved price list on file with the Commission. ATC is a Title 61 telephone company regulated by the Commission. At the time ATC Long Distance, Inc. commenced providing long distance services, ATC was not able to provide such services due to regulatory constraints. ATC Long Distance had experienced decreasing revenues in the provision of long distance services and its shareholders felt it was no longer in the best interest of the company to keep operating the services. Within that same time frame, ATC was no longer bound by regulatory constraints preventing ATC from offering non-regulated long distance services.

Last year the shareholders of ATC Long Distance, Inc. voted to dissolve the company and transfer all operating assets to ATC. The Articles of Dissolution filed with the Idaho Secretary of State are attached hereto as Exhibit A. It was the intent of the shareholders that ATC provide the services formerly provided by ATC Long Distance, Inc., and ATC has been providing such services. The long distance services have been provided in accordance with the price list on file with the Commission. All revenues and expenses for the non-regulated long distance services have been kept and managed separate and apart from the revenues and expenses of the regulated services provided by Albion, as certified by the Affidavit of Richard L. Redman, an officer of Albion, attached hereto as Exhibit B.

In connection with the transactions described above, Albion respectfully requests from the Commission the following declaratory rulings and/or approvals: (i) for the transfer of the assets of ATC Long Distance, Inc. to Albion, and for Albion's use and operation of such assets to provide non-regulated long distance services; and (ii) for Albion's adoption of ATC Long Distance Inc.'s price list and placing such price list on file with the Commission under Albion's name.

**IDAHO CODE AND THE COMMISSION'S RULES ALLOW FOR PETITION  
BY ALBION FOR THE MATTERS SET FORTH HEREIN**

Albion hereby files this Petition pursuant to IDAPA 31.01.01.101.

**IMPACT OF TRANSACTIONS UPON ALBION'S SUBSCRIBERS**

The transactions set forth above will have minimal, if any, impact upon the current Albion subscribers. The customers will continue to have the same regulated services at the same prices. In addition, the former customers of ATC Long Distance, Inc. will continue to be offered the non-regulated long distance services at the same prices. There has been no interruption in such services or change in billing practices.

**REQUEST FOR MODIFIED PROCEDURE**

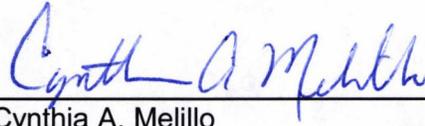
Albion requests that the Commission use modified procedure in the consideration of this Petition/Application. IDAPA 31.01.01.201. Modified procedure is appropriate when the Commission preliminarily finds that the public interest may not require a hearing to consider the issues presented in the proceeding. Here, Albion is essentially seeking approval for acquisition of assets, for the use of those assets in providing a non-regulated service which will not impact the provision of its regulated services or its customers. Thus, no hearing should be required for a declaratory ruling approving the matters set forth herein.

**CONTACT INFORMATION**

Communications regarding this Application should be addressed to the following:

Cynthia A. Melillo  
Cynthia A. Melillo PLLC  
8385 W. Emerald Street  
Boise, ID 83704  
(208) 577-5747  
[cam@camlawidaho.com](mailto:cam@camlawidaho.com)

RESPECTFULLY SUBMITTED this 9<sup>th</sup> day of June 2015.



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Cynthia A. Melillo  
CYNTHIA A. MELILLO PLLC

**CERTIFICATE OF SERVICE**

I hereby certify that on the 9<sup>th</sup> day of June 2015, a true and correct copy of the foregoing was served upon the following individual(s) by the means indicated:

**Original and Seven Copies Filed:**

Jean D. Jewell, Secretary  
Idaho Public Utilities Commission  
472 West Washington Street  
Boise, Idaho 83720-0074

- U.S. Mail, postage prepaid
- Express Mail
- Hand Delivery
- Facsimile
- Electronic Mail

  
\_\_\_\_\_  
Cynthia A. Melillo

**EXHIBIT A**

**Articles of Dissolution of ATC Long Distance, Inc.**

[Attached]

212



# ARTICLES OF DISSOLUTION (General Business and Professional Corporations)

**FILED EFFECTIVE**  
2014 APR -8 AM 8:52

To the Secretary of State of Idaho  
Pursuant to Title 30, Chapter 1 and 13, Idaho Code, the undersigned corporation has elected to dissolve.

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is:

ATC Long Distance, Inc.

2. The date the dissolution was authorized is: February 26, 2014

3. The dissolution was approved by the shareholders as follows:

a) The number of shares entitled to vote: 200

b) The number of shares voting for dissolution: 200

c) The number of shares voting against dissolution: 0

4. The articles of dissolution will be effective on the date filed with the Secretary of State, unless a future date is specified.

(optional) The future effective dissolution date: \_\_\_\_\_

Dated: March 7, 2014

Signature: *Daria D. Redman*

Typed Name: Daria D. Redman

Capacity: President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

9:30pm 10/15/13 articles of dissolution, profit pass  
Revised 07/2008

IDAHO SECRETARY OF STATE  
04/08/2014 05:00  
CK: 1157 CT: 264612 BH: 1419210  
1 @ 30.00 = 30.00 PROF DISSO # 2

W128059

**EXHIBIT B**

**Affidavit of Richard L. Redman**

[Attached]

Affidavit Regarding Provision of Non-Regulated Long Distance Services

The State of Idaho            )

County of CASSIA            )

The undersigned Affiant, Richard L. Redman, being first duly sworn, on oath states as follows:

1. I am the Secretary of Albion Telephone Company (the "Company").
2. I am familiar with the Company's day-to-day operations in the state of Idaho, including the provision of services regulated by the Idaho Public Utilities Commission (the "Commission") as well as the provision of non-regulated long distance services following the dissolution of ATC Long Distance, Inc.
3. I certify to the Commission that the Company's regulated services have not been and will not be affected, whether negatively or positively, by the Company's provision of the non-regulated services.
4. I certify to the Commission that the transition of the non-regulated long distance services from ATC Long Distance, Inc. to the Company was seamless and that all such long distance services are provided to all customers by Company in the same manner as they had been provided by ATC Long Distance, Inc. and under the terms and provisions of the price list filed with the Commission by ATC Long Distance, Inc.
5. I certify to the Commission that all revenues and expenses for the non-regulated long distance services are kept and managed separate and apart from the revenues and expenses of the regulated services provided by the Company under the following general ledger accounts: Revenue: 7990.63 – 7990.68; Expense: 7991.60 - 7991.62.

Executed as of May 29, 2015.

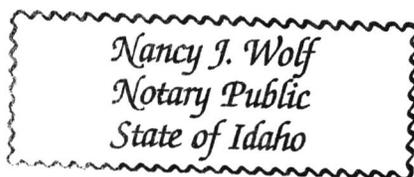
  
\_\_\_\_\_  
Richard L. Redman

STATE OF IDAHO )

County of Cassia)

On this 29th day of May in the year 2015, before me, a Notary Public in and for said County and State, personally appeared Richard L. Redman, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



Nancy J. Wolf  
Notary Public for Idaho  
Residing at Cassia County  
My Commission expires 12/14/2015